

BALL JANIK LLP

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September 22, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 19305-A FILED

SEP 22 '00 2:01 PM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed four originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Locomotive Operating Lease Agreement Termination, a secondary document, dated as of August 24, 2000. The primary document to which this is connected is recorded under Recordation No. 19305. We request that this document be recorded under Recordation No. 19305-A.

The names and addresses of the parties to the Locomotive Operating Lease Agreement Termination are:

Lessor:

General Motors Corporation (Electro-Motive Division)
9301 W. 55th Street
LaGrange, IL 60525

Lessee:

Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the equipment covered by the Locomotive Operating Lease Agreement Termination consists of 48 GP-38-2 2000 horsepower diesel electric locomotives numbered UP 1910-1919, inclusive, 1921-1925, inclusive, 1927, 1928, 1930-1934, inclusive, 1936, 1939,

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Honorable Vernon A. Williams
September 22, 2000
Page 2

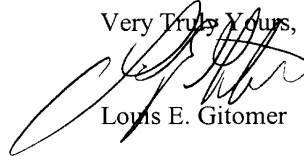
1941-1943, inclusive, 1945-1948, inclusive, 1950-1952, inclusive, 1956-1964, inclusive, and 1966-1970, inclusive (formerly EMD 740, 742, 744, 746, 749-751, inclusive, 754, 755, 757, 764-766, inclusive, 768, 769, 773, 774, 777, 782, 784, 786, 788, 793, 796, 801, 803, 805, 809-812, inclusive, 814, 815, 817, 821-823, inclusive, 825, 828, 829, 830-832, inclusive, 834-837, inclusive, and 839, respectively, formerly PC 7940, 7942, 7944, 7946, 7949-7951, inclusive, 7954, 7955, 7957, 7964-7966, inclusive, 7968, 7969, 7973, 7974, 7977, 7982, 7984, 7986, 7988, 7993, 7996, 8001, 8003, 8005, 8009-8012, inclusive, 8014, 8015, 8017, 8021-8023, inclusive, 8025, 8028, 8029, 8030-8032, inclusive, 8034-8037, inclusive, and 8039, respectively).

A fee of \$26.00 is enclosed. Please return three originals to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Locomotive Operating Lease Agreement Termination between General Motors Corporation (Electro-Motive Division), 9301 W. 55th Street, LaGrange, IL 60525, and Union Pacific Railroad Company, 1416 Dodge Street, Omaha, NE 68179, covering 48 GP-38-2 2000 horsepower diesel electric locomotives numbered UP 1910-1919, inclusive, 1921-1925, inclusive, 1927, 1928, 1930-1934, inclusive, 1936, 1939, 1941-1943, inclusive, 1945-1948, inclusive, 1950-1952, inclusive, 1956-1964, inclusive, and 1966-1970, inclusive (formerly EMD 740, 742, 744, 746, 749-751, inclusive, 754, 755, 757, 764-766, inclusive, 768, 769, 773, 774, 777, 782, 784, 786, 788, 793, 796, 801, 803, 805, 809-812, inclusive, 814, 815, 817, 821-823, inclusive, 825, 828, 829, 830-832, inclusive, 834-837, inclusive, and 839, respectively, formerly PC 7940, 7942, 7944, 7946, 7949-7951, inclusive, 7954, 7955, 7957, 7964-7966, inclusive, 7968, 7969, 7973, 7974, 7977, 7982, 7984, 7986, 7988, 7993, 7996, 8001, 8003, 8005, 8009-8012, inclusive, 8014, 8015, 8017, 8021-8023, inclusive, 8025, 8028, 8029, 8030-8032, inclusive, 8034-8037, inclusive, and 8039, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosures

LOCOMOTIVE OPERATING LEASE AGREEMENT TERMINATION

This Locomotive Operating Lease Agreement Termination dated as of ^{August} ~~June~~ 7, 2000 (the "Termination") terminates the Locomotive Operating Lease Agreement, dated as of February 3, 1995 (the "Lease"), between General Motors Corporation (Electro-Motive Division) ("EMD"), a Delaware corporation, and Union Pacific Railroad Company ("UPC"), successor by merger to Southern Pacific Transportation Company, a Utah corporation.

WHEREAS, EMD and UPC executed a Locomotive Operating Lease Agreement, dated as of February 3, 1995, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on March 22, 1995 at 9:50 a.m., and was filed under Recordation No. 19305; and

WHEREAS, EMD and UPC desire to terminate and cancel the Lease and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, EMD and UPC agree as follows:

1. EMD and UPC hereby terminate and cancel the Lease.
2. EMD and UPC agree to record this Termination with the Surface Transportation Board so as to release the lien against the Locomotives constituted by the Lease.
3. This Termination may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)

By: [Signature]
Name: _____
Title: _____

Keith A. McCanless Treasurer Electro-Motive Division General Motors Corporation

UNION PACIFIC RAILROAD COMPANY,
successor by merger to SOUTHERN
PACIFIC TRANSPORTATION COMPANY

By: [Signature]
Name: DAVE BERGHOFF
Title: Sr. Gen. Mgr.

RECORDATION NO. 19305-A FILED

SEP 22 '00 2:01 PM

SURFACE TRANSPORTATION BOARD

State of Illinois)
) ss.
County of Cook)

On this ^{August} 7th day of ~~July~~, 2000, before me personally appeared Keith A. McCaless,
to me personally known, who, being by me duly sworn, says that (s)he is Treasurer
of General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to
sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive
Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act
and deed of General Motors Corporation (Electro-Motive Division).

Kathryn J. Ziccarelli
Notary Public
My commission expires:



State of Nebraska)
) ss.
County of Douglas)

On this 10 day of September, 2000, before me personally appeared Dave Beegle,
to me personally known, who, being by me duly sworn, says that (s)he is Gen. Mgr. Purch.
of Union Pacific Railroad Company, and that (s)he is duly authorized to sign the foregoing
instrument on behalf of Union Pacific Railroad Company and (s)he acknowledged that the
execution of the foregoing instrument was the free act and deed of Union Pacific Railroad
Company.

Sheryl L. Alvey
Notary Public
My commission expires:

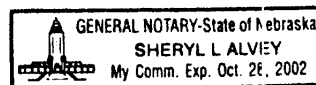


EXHIBIT A

Forty-eight GP38-2 2000 horsepower diesel electric locomotives as detailed below.

Original Road Number as delivered	Revised Road Numbering by EMD, July through December, 1987	Current Road Number
7940	740	1910
7942	742	1911
7944	744	1912
7946	746	1913
7949	749	1914
7950	750	1915
7951	751	1916
7954	754	1917
7955	755	1918
7957	757	1919
7964	764	1921
7965	765	1922
7966	766	1923
7968	768	1924
7969	769	1925
7973	773	1927
7974	774	1928
7977	777	1930
7982	782	1931
7984	784	1932
7986	786	1933
7988	788	1934
7993	793	1936
7996	796	1939
8001	801	1941
8003	803	1942
8005	805	1943
8009	809	1945
8010	810	1946
8011	811	1947
8012	812	1948
8014	814	1950
8015	815	1951
8017	817	1952

Original Road Number As delivered	Revised Road Numbering by EMD, July through December, 1987	Current Road Number
8021	821	1956
8022	822	1957
8023	823	1958
8025	825	1959
8028	828	1960
8029	829	1961
8030	830	1962
8031	831	1963
8032	832	1964
8034	834	1966
8035	835	1967
8036	836	1968
8037	837	1969
8039	839	1970